

P95000003736

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE INDUSTRIES, INC.
 (Requestor's Name)
 890 S.W. 87 AVENUE #16
 (Address)
 MIAMI, FLORIDA 33174 (305)552-5973
 (City, State, Zip) (Phone #)
 LOCAL REPRESENTATIVE TALLAHASSEE

200001383922
 -01/19/95--01026--023
 ****122.50 ****122.50

OFFICE USE ONLY

(904) 385-6735

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ~~Mas Por Menos Corporation~~
(Corporation Name) (Document #)
2. ~~More For Less Corporation~~
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. Mas Por Poco Corporation & More For Little Corporation
(Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

Handwritten: P95-291, 1/13/95

TALLAHASSEE
 95 JAN 13 11:13 AM '95

95 JAN 12 10:07 AM '95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 12, 1995

LAZARUS

MIAMI, FL

SUBJECT: MAS POR MENOS CORPORATION
CORPORATION)

(MORE FOR LESS

Ref. Number: W95000000891

We have received your document for MAS POR MENOS CORPORATION (MORE FOR LESS CORPORATION) and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 595A00001497

Will wait

ARTICLES OF INCORPORATION
MAS POR POCO CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FILED
95 JUN 13 PM 3:17
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of the corporation shall be MAS POR POCO CORPORATION

ARTICLE II

PRINCIPAL MAILING ADDRESS

The principal mailing address of this corporation shall be

6630 S.W. 112 Place

Miami, Florida 33173

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

DURATION

This Corporation shall have a perpetual existence, unless sooner dissolved in accordance with the law of the State of Florida. The date on which corporate existence shall begin is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares. Such shares shall be of a single class known as Common Stock, and shall have a par value of One Cent (\$0.1) per share. Shares of Common Stock may be issued in exchange for cash, real property, fixtures and equipment, inventory, accounts receivable, labor or services rendered or to be rendered, or any combination of the foregoing. In absence of Fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation. Agreements among stockholders regarding the voting of their shares shall be valid and enforceable in accordance with their terms. No holder of Common Stock shall be entitled to any right of cumulative voting. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purpose. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any liquidating distributions that may be declared or paid by the Board of Directors out of the assets legally available for such purpose.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall at all times have at least one (1) director. The stockholders of this Corporation may from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation as provided by By-Laws adopted by them, provided that the Corporation shall have at all times a minimum of one (1) director. The By-laws of this Corporation may provide that the directors be divided into two or more classes whose terms of office shall respectively expire at different times.

ARTICLE VII

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Norma Carceller
6630 S.W. 112 Place
Miami Florida 33173

ARTICLE VIII
INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is:

Norma Carceller
6630 S.W. 112 Place
Miami, Florida 33173

ARTICLE IX

CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE X

INDEMNIFICATION

This Corporation may indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprises in which it owns shares of capital stock or of which it is a partner or creditor, to the full extent permitted by law. Said indemnification may include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and professional fees, including attorney's fees, actually and necessarily paid or incurred in connection with any action, suite or proceeding, whether civil, criminal, administrative or investigative, any appeals thereof, to which any such person or his or her legal representative may be made a party or is threatened to be made a party, by reason of his or her being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he or she may be lawfully granted. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of the Article.

ARTICLE XI

AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Amendments shall be approved by the holders of not less than two-third (2/3) of the capital stock entitled to vote thereon unless such amendment is recommended by the Board of the Corporation in which case such amendment shall be approved by the holders of not less than a majority of the capital stock entitled to vote thereof.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and affixed their seals on this _____ day of _____

Norma Carceller
Norma Carceller - Incorporator

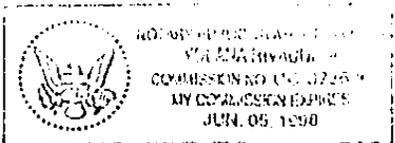
STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared, Norma Carceller, who after first having been duly sworn, executed the foregoing certificate of Incorporation, freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 9th day of January, 1990.

Helena Rucinski
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN STATE SERVICE
OF PROCESS WITHIN STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST, that Norma Carceller, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida has named Norma Carceller, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Norma Carceller

Norma Carceller

FILED
95 JAN 13 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA